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*Attorneys for Defendants and
Nominal Defendant Bed Bath & Beyond Inc.*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

**IN RE BED BATH & BEYOND
STOCKHOLDER DERIVATIVE
LITIGATION**

Master File No. 2:20-cv-08673-MCA-MAH

**DEFENDANTS' NOTICE OF MOTION TO DISMISS PLAINTIFFS'
VERIFIED SHAREHOLDER DERIVATIVE CONSOLIDATED COMPLAINT**

PLEASE TAKE NOTICE that, on April 4, 2022 (which is the first regular motion day after the March 21, 2022 deadline set by the Court for the filing of reply papers), or as soon thereafter as counsel may be heard, all individual defendants and nominal defendant Bed Bath & Beyond Inc. (collectively, "Defendants"), by their undersigned counsel, Proskauer Rose LLP, shall move before the Honorable Madeline Cox Arleo, at the United States District Court for the District of New Jersey, located at 50 Walnut Street, Newark, New Jersey 07102, or as otherwise directed, for an order dismissing plaintiffs' Verified Shareholder Derivative Consolidated Complaint in its entirety pursuant to Rules 23.1 and 12(b)(6) of the Federal Rules of Civil Procedure.

PLEASE TAKE FURTHER NOTICE that, together with this motion, Defendants will rely on the accompanying memorandum of law, the declaration of Jonathan E. Richman with attached exhibits, and all other pleadings on file in this action, as well as any oral argument that might take place.

PLEASE TAKE FURTHER NOTICE that, if Plaintiffs request oral argument on this motion, Defendants also request it.

PLEASE TAKE FURTHER NOTICE that a proposed form of Order is submitted herewith.

Dated: January 4, 2022

Respectfully submitted,

/s/ Edna D. Guerrasio

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**[PROPOSED] ORDER GRANTING
DEFENDANTS' MOTION TO DISMISS PLAINTIFFS'
VERIFIED SHAREHOLDER DERIVATIVE CONSOLIDATED COMPLAINT**

THIS MATTER having been brought before the Court by all named defendants and nominal defendant Bed Bath & Beyond Inc. by way of a motion, filed on January 4, 2022, to dismiss plaintiffs' Verified Shareholder Derivative Consolidated Complaint (the "Complaint") pursuant to Federal Rules of Civil Procedure 23.1 and 12(b)(6), and the Court having considered all written submissions and arguments of counsel, and for good cause shown:

IT IS HEREBY ORDERED that defendants' motion to dismiss is GRANTED, and plaintiffs' Complaint in this action is hereby DISMISSED in its entirety with prejudice and without leave to amend.

SO ORDERED this ____ day of _____, 2022.

The Honorable Madeline Cox Arleo
United States District Judge